

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS ANY INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT OF OIL AND GAS LEASE

**STATE OF TEXAS §
§
COUNTY OF TARRANT §**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, on April 24th, 2008, Timothy Edmund Thompson, whose address is 4904 Riverbend Drive, Fort Worth, Texas 76109 (the "Lessor"), executed and delivered unto **Dale Property Services, LLC** (the "Lessee"), whose address is 2100 Ross Avenue, Suite 1870, LB-9, Dallas, Texas 75201, an Oil and Gas Lease (the "Lease") and recorded as Memorandum of Oil and Gas Lease, Instrument #D208322099, Official Public Records, Tarrant County, Texas

WHEREAS, Chesapeake Exploration Limited Partnership, the successor in interest to Dale Property Services, LLC, acquired all interest in and to said Lease through a Purchase and Sale Agreement by and between Lessee and Chesapeake dated December 21, 2006 and effective December 1, 2006. Said agreement covers the lands described below;

WHEREAS, **Titan Operating, LLC**, ("Titan") acquired all interest in and to said Lease through an Assignment of Oil and Gas Leases ("Assignment") by and between Chesapeake and Total E&P USA, Inc. as the previous Lessee and Titan dated November 23, 2010, and recorded as Instrument #D210217860 in Tarrant County, Texas. Said Assignment covers the lands described as follows:

244 acres of land, more or less, out of the P. J. Hyde Survey, Abstract 667, and the J. T. Bailey Survey, Abstract 97, Tarrant County, Texas, being the same lands more particularly described by metes and bounds in that certain deed dated June 27, 1943, by and between S. A. Germany and wife, Eunie Germany, as Grantor, and Stanley A. Thompson, as Grantee, recorded in Volume 1585, Page 21, of the Official Public Records of Tarrant County, Texas;

WHEREAS, Lessor and Titan desire to amend the Lease by amending any and all pooling provisions contained therein, and providing for a 90-day extension to the primary term of the Lease;

NOW THEREFORE, for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confessed, the Lessor and Lessee do hereby amend the Lease as provided below:

Paragraph 7 of the lease, entitled "Pooling", is amended by adding at the end thereof the following addition:

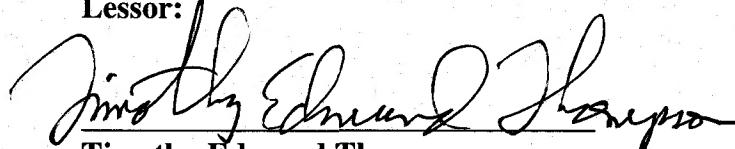
"Provided however, notwithstanding any other provision in this lease, in the event Lessee plans to drill four or more laterals from a surface location whereby the subject lands will be pooled, Lessee may form two or more units for Horizontal Barnett wells consisting of up to 640 acres, plus a 10 percent variance, provided all Lessor's land covered by this lease is included in one of such units."

Further, the Primary Term of the Lease is extended to July 23, 2011. Thereafter, if the Lease is not held by production or operations, then the Option to Extend is required to extend the primary term of the Lease beyond that date.

The Lessor does by these presents ratify, confirm and adopt the Lease and the addendum thereto as amended hereby, and do further grant, let, lease and demise unto the Lessee all of the land described therein, together with all rights thereunder, under the same terms and conditions contained in the original lease, except as herein amended.

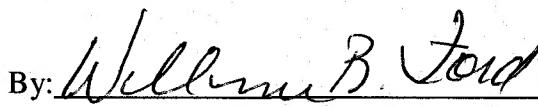
Executed by each party on the date set forth in their respective acknowledgments below, but effective for all purposes as of the date such instrument is filed for recording in the office of the county clerk.

Lessor:


Timothy Edmund Thompson

Lessee:

**Titan Operating, LLC,
a Texas limited liability company**

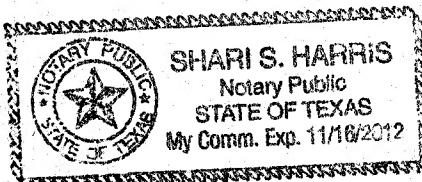
By: 
William B. Ford
Vice President - Land

ACKNOWLEDGMENTS

STATE OF TEXAS)
)
COUNTY OF TARRANT)

On this 16 day of March, 2011, before me, a Notary Public in and for said County and State, personally appeared Timothy Edmund Thompson, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the instrument for the purposes and consideration therein expressed.

WITNESS my hand and official seal.



Shari S. Harris

Notary Public, State of Texas

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

Before me, the undersigned, a Notary Public in and for said County and State, on this 31st day of March, 2011, personally appeared William B. Ford, Vice President - Land of **Titan Operating, LLC**, a Texas Limited Liability Company, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

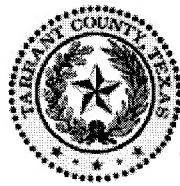
Given under my hand and seal the day and year last above written.

W.B. Ford

Notary Public, State of Texas

MARY LOUISE GARCIA

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

TITAN OPERATING
111 W 4TH ST, 3RD FL
FT WORTH, TX 76102

Submitter: TITAN OPERATING

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 4/7/2011 4:02 PM

Instrument #: D211082351

LSE	4	PGS	\$24.00
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By: Mary Louise Garcia

D211082351

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: SLDAVES